



FOREIGN PROFESSIONAL LIMITED LIABILITY PARTNERSHIP REGISTRATION

SECRETARY OF STATE

SFN 50338A (50338 + 7974) (06-2006)

FOR OFFICE USE ONLY

ID Number:	
WO Number:	
Filed:	By:

1. FILING FEES

- A. New registration \$ 50.00
B. Registered Agent Consent to Serve which must accompany a new registration or an amended registration if the registered agent has changed 10.00
C. Amended registration 25.00

2. This registration is a

- ☐ New registration
☐ Amended registration

3. Attach a certificate of good standing or a certificate of existence authenticated by the registering officer of the state or country of origin. The certificate must be dated within ninety days of this registration.

4. Attach a signed Registered Agent Consent to Serve with fee.

5. Attach a certificate from the North Dakota regulating board of the profession involved certifying that each of the partners is licensed to practice the profession.

For reference, see North Dakota Century Code, Chapters 10-31 and 45-22.

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

6. Name of the Foreign Professional Limited Liability Partnership <u>exactly</u> as it appears on certificate of good standing from state of origin:				7. Federal ID #:															
8. Name to be used in North Dakota if different from that in number 6. (SEE INSTRUCTION)				9. State or country of origin:															
10. Complete mailing address of principal executive office which <u>may not be only a post office box</u> : (Street/RR, PO Box if applicable, City, State, Zip+4)																			
11. Expiration date in state or country of origin: (month, day, year)				12. Telephone #:		13. Toll-free telephone #:													
14. The profession practiced in North Dakota:																			
15. Name of registered agent <u>in North Dakota</u> : (SEE INSTRUCTION)					16. Federal ID/Social Security # of registered agent:														
17. Complete address of registered agent <u>in North Dakota which may not be only a post office box</u> (Street, PO Box if applicable, City, State, Zip+4)																			
18. Names of all partners <u>who will practice in North Dakota</u> , their Social Security/Federal ID #'s, and their addresses:																			
NAME		Check box if partner is a managing partner	SOCIAL SECURITY/ FEDERAL ID #	Street/RR	COMPLETE MAILING ADDRESS PO Box City State Zip +4														
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		<input type="checkbox"/>																	
19. "The above named partners, acknowledge that the status of limited liability partnership will automatically expire unless a limited liability partnership status is continuously maintained in the state or country of origin. The undersigned managing partners, have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true." <table border="1"><tr><td>Signature:</td><td>Date:</td><td>Signature:</td><td>Date:</td></tr><tr><td>Signature:</td><td>Date:</td><td>Signature:</td><td>Date:</td></tr><tr><td>Signature:</td><td>Date:</td><td>Signature:</td><td>Date:</td></tr></table>								Signature:	Date:	Signature:	Date:	Signature:	Date:	Signature:	Date:	Signature:	Date:	Signature:	Date:
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Signature:	Date:	Signature:	Date:																
20. Name of person to contact about this amendment:			E-Mail Address:			Daytime Telephone #:													

INSTRUCTIONS FOR FOREIGN PROFESSIONAL LIMITED LIABILITY PARTNERSHIP REGISTRATION

A foreign professional limited liability partnership must file a Foreign Professional Limited Liability Partnership Registration with the Secretary of State before practicing a profession in North Dakota or before obtaining any license or permit required by North Dakota laws. Anyone acting as a limited liability partnership without a registration in effect is jointly and severally liable for all debts and liabilities incurred or arising as a result.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEES:** New registration \$50
Registered Agent Consent to Serve \$10
Amended registration \$25
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. The Secretary of State accepts credit card payments using VISA, MasterCard, or Discover.)
2. Indicate whether the application is being submitted for a new registration or an amended registration.
3. Attach a current certificate of good standing or certificate of existence verifying identity, existence, and status as a limited liability partnership. The certificate must be certified by the proper officer of the state or country under the laws of which it is organized. A copy of a certificate, or a certified copy of the registration in the state of origin is not acceptable. The certificate must have been certified within 90 days of the date of registration with the North Dakota Secretary of State.
4. Attach a Registered Agent Consent to Serve signed by the registered agent identified in number 15. The fee for the Registered Agent Consent to Serve is \$10 and is in addition to the registration fee.
5. Attach a certificate from the North Dakota regulating board of the profession identified in number 14 certifying that each of the partners who will practice the profession in North Dakota is licensed to practice in North Dakota.
6. Provide the name of the limited liability partnership exactly as it appears on the certificate of good standing.
7. A limited liability partnership's Federal ID number is helpful to maintain accurate records. Please provide if you have one.

Privacy: In compliance with North Dakota Law, Federal ID numbers and social security numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited liability partnership files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the registration.

8. Provide the name the foreign limited liability partnership elects to use in North Dakota. The name of a foreign professional organization rendering professional services in North Dakota shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which the foreign professional limited liability partnership is organized. An alternate name must be elected as follows:
 - a) If the name of the foreign limited liability partnership is the same as, or deceptively similar to, any corporate name, limited liability company name, trade name, limited partnership name, limited liability partnership name, limited liability limited partnership name, or a name which is in any manner reserved with the Secretary of State. If the name of the foreign limited liability partnership conflicts with a name previously established with the Secretary of State, an alternate name need not be elected if the Foreign Limited Liability Partnership Registration is accompanied by a consent to use of name from the pre-existing organization with a fee of \$10, or a certified judgment of a court in North Dakota establishing the prior right of the applicant to the use of the name.
 - b) If the limited liability partnership chooses to conduct business in North Dakota in a name other than that as organized in the state of origin.

Under North Dakota law, an elected name is considered to be a fictitious name and must be filed with the Secretary of State. Contact the Business Division for a Partnership Fictitious Name Certificate.

If the limited liability partnership name is consistent with the requirements of law, is available, and will be used in addition to a fictitious name, leave this number blank and file a Partnership Fictitious Name Certificate.

9. Identify the state or country in which the limited liability partnership is organized.
10. Provide a complete address of the principal executive office of the limited liability partnership. In this section, an address must include a street or rural address, a postal box if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box number.
11. Provide the date (month, day and year) on which the limited liability partnership will expire in the state or country of origin.
12. The telephone number of the principal executive office of the limited liability partnership is required.
13. Provide a toll-free telephone number if the limited liability partnership has one.
14. Identify the profession the limited liability partnership intends to practice in North Dakota.
15. Provide the name of the registered agent in North Dakota. A limited liability partnership must continuously maintain a registered agent and address in North Dakota. A limited liability partnership cannot serve itself as its registered agent. The registered agent may be one of the following:
 - a) An individual residing in North Dakota,
 - b) A domestic or foreign corporation,
 - c) A domestic or foreign limited liability company, or
 - d) Another domestic or foreign limited liability partnership.

A corporation, limited liability company, or limited liability partnership appointed to serve as registered agent must be registered with the Secretary of State, be in good standing, and have a business address in North Dakota. If a corporation, limited liability company, or limited liability partnership is being named as registered agent, provide the "correct" name of the organization.

16. To properly identify registered agents, the Federal ID number or Social Security number of the registered agent is required. (See **Privacy** statement in number 7.)
17. Provide the complete address in North Dakota of the appointed registered agent. This address cannot only be a post office box number. (See definition of complete mailing address in number 10.)

(continued)

INSTRUCTIONS FOR FOREIGN PROFESSIONAL LIMITED LIABILITY PARTNERSHIP REGISTRATION (CONTINUED)

18. List the names, Social Security or Federal ID numbers, and complete mailing addresses of all partners who will practice the profession in North Dakota. (See **Privacy** statement in number 7.) Designate the managing partners by checking the box after their names. If adequate space is not provided to list all practicing partners, attach an additional schedule listing all others.

If a practicing/managing partner is either a corporation, a limited liability company, a limited partnership, a limited liability limited partnership, another limited liability partnership or a general partnership using a fictitious name, that partner must be registered separately with the Secretary of State before this Limited Liability Partnership Registration will be filed.

19. The registration must be dated and signed by one or more managing partners authorized by the limited liability partnership.
20. List the name, email address and daytime telephone number of a contact person if this office has any questions or needs additional information to file this registration.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the registration in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send documents and filing fees to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (84284) Fax: 701-328-2992 Web Site: www.nd.gov/sos

ANNUAL REPORT: An annual report is required of a foreign professional limited liability partnership on April 1st in the year after filing the Foreign Professional Limited Liability Partnership Registration. Annual report forms are mailed to the registered agent.



CREDIT CARD PAYMENT AUTHORIZATION
SECRETARY OF STATE
SFN 51478 (06-03)

(All items required to complete transaction)

Name:			
Address:		City:	State: Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover		Signature: (Required by credit card companies)	
Account Number:	V #	Card Expires: Month Year	Date:
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**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (06-2006)

FOR OFFICE USE ONLY

ID#:	
WO#:	
Filed:	By:

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust):	
3. Name of the registered agent:	
4. Registered agent is (Check one) <input type="checkbox"/> An individual North Dakota resident <input type="checkbox"/> A corporation <input type="checkbox"/> A limited liability company <input type="checkbox"/> A limited liability partnership	5. Federal ID # or social security # of registered agent:
6. According to state law, the newly appointed registered agent must sign a statement of consent to serve in that capacity (see instruction number 6 for authorized signers). "The undersigned, as the newly appointed registered agent for the organization named in number 2, consents to act as the registered agent for this organization until a change or resignation is submitted to the Secretary of State according to the provisions of North Dakota state law." Signature of Registered Agent: _____ Date: _____	

INSTRUCTIONS FOR REGISTERED AGENT CONSENT TO SERVE

The following organizations must continuously maintain a registered agent on file with the Secretary of State.

- a) Domestic and foreign business corporations
- b) Domestic and foreign nonprofit corporations
- c) Domestic and foreign professional corporations
- d) Domestic farm corporations
- e) Domestic farm limited liability companies
- f) Domestic and foreign limited liability companies
- g) Domestic and foreign professional limited liability companies
- h) Domestic and foreign limited liability partnerships
- i) Domestic and foreign limited partnerships
- j) Domestic and foreign limited liability limited partnerships
- k) Real estate investment trusts

A consent signed by the appointed registered agent is required with the appointment.

The following numbers correspond to the numbered sections on the front of this form.

1. **FILING FEE: \$10.00.** This fee is in addition to that required for the documents in which the registered agent appointment is included. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using VISA, Master Card, or Discover).
2. Provide the correct name of the organization for which the appointed registered agent is to serve. (Punctuation and abbreviations must be consistent with the correct organization name.)
3. Provide the name of the registered agent. The format of the name must be consistent with that on the documents on which the appointment of the registered agent is declared. If a corporation, limited liability company, or limited liability partnership is named as the registered agent, provide the organization's correct name. (Punctuation and abbreviations must be consistent with the correct organization name.)
4. Indicate the appropriate status of the registered agent. **An individual residing in North Dakota** may serve as registered agent for any organization, **or another organization** may serve as registered agent. However, an organization **may not serve itself as its own registered agent.** A corporation or limited liability company may serve as the registered agent for another corporation, a limited liability company, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability company may serve as the registered agent for another limited liability company, a corporation, a limited liability partnership, a limited partnership, a limited liability limited partnership, or a real estate investment trust. A limited liability partnership **may only** serve as the registered agent for another limited liability partnership.
5. As applicable, insert the social security number or the Federal ID number.

Privacy: In compliance with North Dakota laws, the numbers are not disclosed to the public. The numbers are used by the Secretary of State to maintain accurate files. Therefore, while voluntary disclosure is requested, failure to do so will not result in the rejection of the Consent to Serve.
6. Whether an individual or an organization, the newly appointed registered agent named in number 2 must sign this consent. If the newly appointed agent is a corporation, limited liability company, or a limited liability partnership, the consent may be signed by an officer, a manager, a partner, or other individual authorized by the organization that is named as the newly appointed registered agent.

ASSISTANCE: If assistance is required to complete the form, contact the Secretary of State.

FAX FILING: A document and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the document in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send the form and filing fee to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500